FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Expires:

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FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

ECLISE ONLY

(check if this is an amendment and name has changed, and indicate change.) Name of Offering Sale of Limited Partnership Interests in Holyoke Partners Fund I, LP ☐ Rule 505 ☐ Rule 506 ☐ Section 4(6) ☐ Rule 504 Filing under (Check box(es) that apply): Amendment Ament Type of Filing: New Filing A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Holyoke Partners Fund I, LP (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Address of Executive Offices (617) 423 0220 Ten Post Office Square, Suite 1200 Boston, Massachusetts 02114 Telephone Number (Including Area Code) Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) **Brief Description of Business** Investments in Securities Type of Business Organization corporation limited partnership, already formed _other (please specify): limited partnership, to be formed business trust MONTH YEAR ☐ Estimated Actual or Estimated Date of Incorporation or Organization: □ Actual 0 2 0 5 Jurisdiction of Incorporation or Organization: (Enter two- letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) E

General Instructions

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230,501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on the ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 8

SEC 1972 (6-02)



| | | A. BASIC IDEN | TIFICATION DATA | | | | | | |
|---|------------------|--|-------------------------------|-------------------|--------------------------------------|--|--|--|--|
| Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; | | | | | | | | | |
| Each executive issuers; and | officer and dire | ector of corporate issue | ers and of corporate ger | neral managing pa | artners of partnership | | | | |
| | | artnership of partnersh | · | | | | | | |
| Check Box(es) that Apply: | Promoter | Beneficial Owner | ☐ Executive Officer | Director | ☑ General and/or Managing Partner | | | | |
| Full Name (Last name first, if indi Holyoke Partners, LLC | ividuai) | | | | | | | | |
| Business or Residence Address Ten Post Office Square, | | and Street, City, State, Z Massachusetts 0210 | | | | | | | |
| Check Box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | | Director | General and/or Managing Partner | | | | |
| Full Name (Last name first, if ind Susan K. Tangney | ividual) | | | | | | | | |
| Business or Residence Address 145 Pinckney Street, #517 | | and Street, City, State, Zon, Massachusetts 02 | | | | | | | |
| Check Box(es) that Apply: | Promoter | ☐ Beneficial Owner | | Director | General and/or Managing Partner | | | | |
| Full Name (Last name first, if ind Robert G. Scott | vidual) | | | | | | | | |
| Business or Residence Address 148 School Street | (Number | and Street, City, State, Z Manchester, Massac | | | | | | | |
| Check Box(es) that Apply: | ☐ Promoter | ⊠ Beneficial Owner | | Director | ☐ General and/or Managing Partner | | | | |
| Full Name (Last name first, if ind Desmond G. FitzGerald | vidual) | | | | | | | | |
| Business or Residence Address 25 Carrington Drive | (Number | and Street, City, State, Z Greenwich, CT | | | | | | | |
| Check Box(es) that Apply: | ☐ Promoter | | ☐ Executive Officer | Director | ☐ General and/or Managing Partner | | | | |
| Full Name (Last name first, if indi FitzGerald Family Trust | vidual) | | | | | | | | |
| Business or Residence Address c/o P. Adler Trustee, 16 Sch | | and Street, City, State, Z e, NY 10580 | ip Code) | | | | | | |
| Check Box(es) that Apply: | Promoter | | Executive Officer | Director | General and/or Managing Partner | | | | |
| Full Name (Last name first, if indi Michael E. Gellert | vidual) | | | | | | | | |
| Business or Residence Address 75 Round Hill Road, Greenward | | and Street, City, State, Z 1 | ip Code) | | | | | | |
| Check Box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | Executive Officer | Director | General and/or Managing Partner | | | | |
| Full Name (Last name first, if indi | vidual) | | | | | | | | |
| Business or Residence Address | (Number | and Street, City, State, Z | ip Code) | | | | | | |
| Check Box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | Director | General and/or Managing Partner | | | | |
| Full Name (Last name first, if indi | vidual) | | | | | | | | |
| Business or Residence Address | (Number | and Street, City, State, Z | ip Code) | | ····· | | | | |
| | (Use blank sh | neet, or copy and use add | itional copies of this sheet. | as necessary.) | | | | | |

| | B. INFORMATION ABOUT OFFERING | | | | | | | | | | | | | | | | | | | | | | |
|---|--|--|-------|---|-----------------------------|---------|--------------------------------|-------|--------------------------------------|----------------------------|--------|---|-------------|--------------------------------------|-------|--------------------------------------|-----|--------------------------------------|--|------------------------------------|----------|--------------------------------------|-------------|
| 1. | Ha | s the iss | uer s | old, or | does t | he issı | uer inte | nd t | o sell, to n | on-accr | edite | ed inves | stors | s in th | is of | fering | 9? | | | | Yes | No | , |
| | | | | | | Ansv | ver als | o in | Appendix, | Colum | 1 2, i | f filing (| unde | er UL | OE. | | | | | , | | | |
| 2. | Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? | | | | | | | | | | | \$ 1,00 subject Gener Partne discre | ral er's | L | | | | | | | | | |
| 3. | Do | es the of | ferin | g permi | t joint | owner | ship of | a si | ngle unit? | | | | | | | | | | | | Yes ⊠ | No |) |
| Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchases in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | | | | | | | | | e | | | | | | | | | | | | | | |
| Ful N/A | | me (Last | nam | ne first, | if indiv | ridual) | | | | | | | | | | | | | | | | | |
| Bus | sine | ss or Res | siden | ice Add | ress (l | Numbe | r and s | Stree | et, City, St | ate, Zip | Cod | e) | | | | | • | | | | | | |
| Nai | me (| of Associ | ated | Broker | or De | aler | | | | | | | | | | | | | | | | | |
| (Ch [AL] (IL) [MT] [RI] | eck | "All State [AK] [[IN] [[NE] [[SC] [| es" o | r check [AZ] [IA] [NV] [SD] | indivi [AF [KS [NF | dual S | tates) [CA] [KY] [NJ] | Inte | [CO] [[LA] [[NM] [[UT] [| [CT] { [ME] [[NY] [| | [DE] [[MD] [[NC] [[VA] [| | [DC] [MA] [ND] [WA] | | [FI] [MI] [OH] [WV] | | [GA] [MN [OK] [WI] | | [HI] [MS] [OR] [WY] | | ates (ID) (MO) (PA) [PR] | |
| | | me (Last ss or Res | | | | | er and \$ | Stree | et, City, St | ate, Zip | Cod | e) | | | _ | | | | | | | <u></u> | |
| Nai | me (| of Associ | ated | Broker | or Dea | aler | | | | | | | | | | | | | | | | | |
| | | | | | | | | | nds to Sol | icit Purc | hase | ers | | | | | | | | | | | |
| (Ch [AL] [IL] [MT] [RI] | | "All State [AK] [[IN] [[NE] [[SC] [| | r check [AZ] [IA] [INV] [SD] [SD] | [AF [KS [NF | dual S | [CA] [KY] [NJ] | | [CO] | [NY] | | [DE] [[MD] [[NC] [[VA] [|] | [DC] [MA] [ND] [WA] | | [FI] [MI] [OH] [WV] | | [GA] [MN [OK] [WI] | | [] [HI] [MS] [OR] [WY] | | ates [ID] [MO] [PA] [PR] | |
| Ful | l Na | me (Last | nam | e first, | if indiv | idual) | | | | | | | | | | | | | | | | | |
| Bus | sine | ss or Res | siden | ce Add | ress (l | Numbe | r and S | Stree | et, City, St | ate, Zip | Code | e) | | | | | | | | | | - | |
| Nar | me d | of Associ | ated | Broker | or Dea | aler | | | | | | | | | | | *** | | | | | | |
| | | in Which "All State | | | | | | Inte | nds to Sol | icit Purc | hase | ers | | | | | | | | П | All St | ates | |
| (AL) [IL] [MT] [RI] [RI] | | [AK] [[IN] [[NE] [[SC] [[SC] [| | [AZ] | [AR [KS [NH [TN | | [CA] [KY] [NJ] | | [CO] | [ME] [[NY] [[VT] [| | [DE] [[MD] [[NC] [[VA] [[VA] [|]]] | [DC] [MA] [ND] [WA] [WA] | | [FI] [MI] [OH] [WV] [WV] | | [GA] [MN] [OK] [WI] [WI] | | [HI] [MS] [OR] [WY] | | [ID] [MO] [PA] [PR] [PR] | |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offening,

| | | Type of Security | | Aggregate Offering Price | Amount Already Sold |
|----|-------------|---|--|-----------------------------|--|
| | | Debt | | \$ | \$ |
| | | Equity | | \$ | \$ |
| | | Common | ☐ Preferred | • | • |
| | | Convertible Securities (including warrants) | | \$ | \$ |
| | | Partnership Interests | | \$ <u>76,846,997</u> | \$ <u>76,846,997</u> |
| | | Other (Specify | | \$ 040,007 | \$ \$20.040.007 |
| | | | 2 : # # # # # # # # # # # # # # # # # # | \$ <u>76,846,997</u> | \$ <u>76,846,997</u> |
| 2 | C-ni | Answer also in Appendix, Column | _ | | |
| 2. | this 504 | er the number of accredited and non-accredited offering and the aggregate dollar amounts of the indicate the number of persons who have pure point of their purchases on the total lines. Enter | neir purchases. For offerings under Rule rchased securities and the aggregate dollar | Number of Investors | Aggregate Dollar Amount of Purchases |
| | | Accredited Investors | | 32 | \$ <u>76,846,997</u> |
| | | Non-accredited Investors | | 0 | \$ <u>0</u> |
| | | · | | | \$ |
| | | Answer also in Appendix, Column | 4, if filing under ULOE. | | |
| 3. | sec | is filing is for an offering under Rule 504 or 505 urities sold by the issuer, to date, in offerings of oths prior to the first sale of securities in this offet t C - Question 1. | the types indicated, in the twelve (12) | | |
| | | Type of offering | | Type of Security | Dollar Amount Sold |
| | | Rule 505. | | | \$ |
| | | Regulation A. | | | \$ |
| | | Rule 504. | | | \$ \$ |
| _ | | | | | Ψ |
| 4. | issu | Furnish a statement of all expenses in connecturities in this offering. Exclude amounts relating ter. The information may be given as subject to enditure is not known, furnish an estimate and of the content is not known, furnish an estimate and of the content is not known, furnish an estimate and of the content is not known, furnish an estimate and of the content is not known, furnish an estimate and of the content is not known, furnish an estimate and of the content is not known. | g solely to organization expenses of the future contingencies. If the amount of an | | |
| | | Transfer Agent's Fees | | | \$ |
| | | Printing and Engraving Costs | | | \$ |
| | | Legal Fees | | 🛛 | \$ <u>15,000</u> |
| | | Accounting Fees | | | \$ |
| | | Engineering Fees | | | \$ |
| | | Sales Commissions (specify finders' fees sepa | rrately) | | \$ |
| | | Other Expenses (identify) | • • | | |
| | | | | | |
| | | | | | |

| | C. OFFERING P | RICE, NUMBER OF INVESTORS, EXPENSE | S AND USE OF | PROCEEDS | |
|------------------|--|---|------------------------------|--|-----------------------|
| us es · ec | sed for each of the purposes show stimate and check the box to the le | ljusted gross proceeds to the issuer used or p yn. If the amount for any purpose is not know eft of the estimate. The total of the payments to the issuer set forth in response to Part C- | n, furnish an listed must | | |
| | | | | Payments to Officers, Directors, & Affiliates | Payments to Others |
| | Salaries and fees | | 🗆 \$_ | 0 | |
| | Purchase of real estate | | | 0 | \$_0 |
| | Purchase, rental or leasing and | I installation of machinery and equipment | 🗆 \$_ | 0 | □ \$ <u>0</u> |
| | Acquisition of other business (i | t buildings and facilitiesnoluding the value of securities involved in this for the assets or securities of another issuer p | s offering | 0 | □ \$ <u>0</u> |
| | | ior the assets of securities of another issuer p | | 0 | □ \$ <u>0</u> |
| | Repayment of indebtedness | | 🗆 \$ | 0 | □ \$ <u>0</u> |
| | Working capital | | 🗆 \$ | 0 | □ \$ <u>0</u> |
| | Other (specify): Investments in | securities | 🗆 \$ <u>.</u> | 0 | ∑ \$76,831,997 |
| | Column Totals | | 🗆 \$ | 0 | ⊠ \$76,831,997 |
| | Total Payments Listed (column | totals added) | | ⊠ \$76,83 | <u>1,997</u> |
| | | D. FEDERAL SIGNATURE | | | |
| followi | ng signature constitutes an under | be signed by the undersigned duly authorize taking by the issuer to furnish to the U.S. Secu | urities and Excha | nge Commissio | on, upon written |
| issuer | (Print or Type) | Signature/ | Date | | |
| Holyo | ke Partners Fund I, LP | Auran & samon | ey 10 | 711/06 | |
| | of Signer (Print or Type) K. Tangney | Title of Signer (Print or Type) Manager of Holyoke Partners, LLC, C | / General Partner | <i>, ,</i> | - |
| • | | ATTENTION | | 91100 4004 | |
| In | tentional misstatements or omi | ssions of fact constitute federal criminal vi | iolations. (See 1 | 8 U.S.C. 1001. | .) |

| | | E. STATE SIGNATURE | | | | | | | |
|--------|---|--|------------------------------|----------|---------|--|--|--|--|
| 1. | ts any party described in 17 CFR 2 | 30.262 presently subject to any disqualification | n provisions of such rule? | Yes □ | No ⊠ | | | | |
| • | | See Appendix, Column 5, for state response | | | | | | | |
| 2. | The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law | | | | | | | | |
| 3. | The undersigned issuer hereby unby the issuer to offerees. | The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees. | | | | | | | |
| 4. | Uniform Limited Offering Exemptio | that the issuer is familiar with the conditions to n (ULOE) of the state in which this notice is file as the burden of establishing that these condition | ed and understands that the | | | | | | |
| 5. | The issuer has read this notification behalf by the undersigned duly aut | n and knows the contents to be true and has d horized person. | uly caused this notice to be | signed | on its | | | | |
| Issuer | (Print or Type) | Signature // | Date | | | | | | |
| Holyo | ke Partners Fund I, LP | Ansan & Farmoney 18/11/do | | | | | | | |
| Name | (Print or Type) | Title (Print or Type) // / | | | | | | | |
| Susai | n K. Tangnev | Manager of Holyoke Partners, LLC, General Partner | | | | | | | |

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

6 of 8

| APPENDI | X |
|----------------|---|
|----------------|---|

| 1 | Intend to r accre investors | to sell non- edited s in State -Item1) | 3 Type of Security and aggregate offering price offered in state (Part C-Item 1) | | Type of inv amount purch (Part C- | | | ification ate ULOE attach ation of granted) | |
|-------|--------------------------------------|--|--|--------------------------------------|---|---|-------------|---|----|
| State | Yes | No | | Number of Accredited Investors | Amount | Number of Non- Accredited Investors | Amount | Yes | No |
| AL | | | | | \$ | | \$ | | |
| AK | | | | | \$ | | \$ | | |
| ΑZ | | | | | \$ | | \$ | | |
| AR | | | | | | | | | |
| CA | | × | limited partnership interests - \$2,000,000 | 3 | \$ <u>4,500,000</u> | 0 | \$ <u>0</u> | | × |
| co | | | | | \$ | | \$ | | |
| СТ | | \boxtimes | limited partnership interests-\$10,346,583 | 3 | \$ <u>10,346,583</u> | 0 | \$ <u>0</u> | | × |
| DE | | | | | \$ | | \$ | | |
| DC | | ⊠ | limited partnership interests - \$1,026,664 | 1 | \$ <u>1,026,664</u> | 0 | \$ <u>0</u> | | × |
| FL | | | | | \$ | | \$ | | |
| GA | | | | | \$ | | \$ | | |
| Н | | | | | \$ | | \$ | | |
| ID | | | | | \$ | | \$ | | |
| IL | | ☒ | limited partnership interests \$1,148,853 | 1 | \$ <u>1,148,853</u> | 0 | \$ <u>0</u> | | ⊠ |
| IN | | | | | \$ | | \$ | | |
| IA | | | | | \$ | | <u> </u> | | |
| KS | | | | | \$ | | \$ | | |
| KY | | | | | \$ | | \$ | | |
| LA | | | | | \$ | | \$ | | |
| ME | | | | | \$ | | \$ | | |
| MD | | | | | \$ | | \$ | | |
| MA | | ☒ | limited partnership interests \$10,420,000 | 14 | \$ <u>10,420,000</u> | 0 | \$ <u>0</u> | | ⊠ |
| МІ | | | | | \$ | | <u> </u> | | |
| MN | | | | | \$ | | \$ | | |
| MS | | | | | \$ | | \$ | | |
| мо | | | | | \$ | | \$ | | |

B3005108.14 7 of 8

| | | | _ | | _ | |
|---|--------------|---|---|---|---|----|
| | \mathbf{r} | п | _ | ы | п | ١X |
| - | | _ | _ | L | | |

| | . • — | | | | | | | | | |
|-------|--------------------------------------|---|--|---|----------------------|------------|-------------|-------------|--|--|
| 1, . | Intend to r accre investors | to sell non- edited s in State | 3 Type of Security and aggregate offering price offered in state (Part C-Item 1) | Type of investor and amount purchased in State (Part C-Item 2) Number of Non- | | | | | 5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | |
| | | | | Accredited | | Accredited | | | | |
| State | Yes | No | | Investors | Amount | Investors | Amount | Yes | No | |
| MT | | | | x | \$ | | \$ | | | |
| NE | | | | | \$ | | \$ | | | |
| NV | | | | | \$ | | \$ | | | |
| NH | | | | | \$ | | \$ | | | |
| NJ | | | | | \$ | | \$ | | | |
| NM | | | | | \$ | | \$ | | | |
| NY | | M | limited partnership interests-\$43,404,897 | 8 | \$ <u>43,404,897</u> | 0 | \$ <u>0</u> | | Ø | |
| NC | | | | | \$ | | \$ | | | |
| ND | | | | | \$ | | \$ | | | |
| ОН | | | | | \$ | | \$ | | | |
| ок | | | | | \$ | | \$ | | | |
| OR | | | | | \$ | | \$ | | | |
| PA | | | | | \$ | | \$ | | | |
| RI | | | | | \$ | | \$ | | | |
| sc | | | | | \$ | | \$ | | | |
| SD | | | | | \$ | | \$ | | | |
| TN | | | | | \$ | | \$ | | | |
| TX | | | limited partnership interests- \$5,000,000 | 1 | \$ <u>5,000,000</u> | 0 | \$ <u>0</u> | | | |
| UT | | | | | \$ | | \$ | | | |
| VT | | | | | \$ | | \$ | | | |
| VA | | | | | \$ | | \$ | | | |
| WA | | | limited partnership interests- \$1,000,000 | 1 | \$ <u>1,000,000</u> | 0 | \$ <u>0</u> | | × | |
| wv | | | | | \$ | | \$ | | | |
| WI | | | | | \$ | | \$ | | | |
| WY | | | | | \$ | | \$ | | | |
| PR | | | | | \$ | | \$ | | | |
| Other | | | | | \$ | | \$ | | | |

8 of 8